

RECORDATION NO. 21027 ^E

APR 04 '07 -9 0 0 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

April 4, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Expiration of Lease Agreement, dated as of April 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21027.

The name and address of the party to the enclosed document are:

Lessor: M&T Credit Services, LLC
25 South Charles Street
Baltimore, Maryland 21202

[Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, Missouri 64105]

Mr. Vernon A. Williams
April 4, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 mill gondola cars within the series GWWR 3203- GWWR 3215 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Partial Expiration of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

APR 04 '07 -9 00 AM

**MEMORANDUM OF
PARTIAL EXPIRATION OF LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL EXPIRATION OF LEASE AGREEMENT (this "Memorandum") dated as of March ¹⁴~~12~~, 2007 is between **M&T CREDIT SERVICES, LLC** (successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank, formerly known as The First National bank of Maryland) ("Lessor") and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, as successor lessee ("Lessee").

A. Lessor, as successor lessor, and Lessee, as successor lessee, are parties to that certain Railroad Equipment Lease dated as of August 6, 1997 (the "Lease"), pursuant to which Lessor leased to Lessee, among others, the railcars more specifically described in Exhibit A attached hereto and made a part hereof (the "Items of Equipment").

B. A Memorandum of Railroad Equipment Lease Agreement was recorded with the Surface Transportation Board on November 25, 1997 under recordation number 21027.

C. Lessor desires to record this Memorandum with the Surface Transportation Board so as to record the expiration of the Lease as to the Items of Equipment only. This Memorandum does not affect the lease of all other items of equipment by Lessor to Lessee that remain subject to the Lease.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

Heery

M&T CREDIT SERVICES, LLC,
as successor Lessor

By: Mohammad F. Jishi

Mohammad F. Jishi
Group Vice President

STATE OF MARYLAND))
) SS:
CITY OF BALTIMORE)

On this 30th day of March, 2007, before me, a Notary Public of the City and State aforesaid, personally Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Group Vice President of M&T CREDIT SERVICES, LLC, that the seal affixed to the foregoing instrument is the seal of said limited liability company, that said instrument was signed and sealed on behalf of said limited liability company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal

HENRYKA W. GRYC CPAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2014
Notary Public

My commission expires: _____

My commission expires: _____

NOTAR
My Commission Expires 2, 2005

Exhibit A

DESCRIPTION OF RAILCARS

Eight (8), 52' Mill Gondola railcars bearing reporting marks:

**GWWR 3203
GWWR 3205
GWWR 3207
GWWR 3210
GWWR 3211
GWWR 3212
GWWR 3214
GWWR 3215**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/4/07



Robert W. Alvord